UNITED STATES DISTRICT COURT		
SOUTHERN DISTRICT OF NEW YORK		
	X	
DI DE VIERCO DIGERNA CENTRA DIG	:	
IN RE VEECO INSTRUMENTS INC.	:	
SECURITIES LITIGATION	:	No. 7:05-MD-01695-CM
	:	
	X	
THE DOCUMENT DELATES TO.	:	
THIS DOCUMENT RELATES TO:	:	
ALL ACTIONS	:	
	:	
	X	

## DECLARATION OF ROBERT F. SERIO IN SUPPORT OF DEFENDANTS' OPPOSITION TO PLAINTIFF'S MOTION FOR CLASS CERTIFICATION

GIBSON, DUNN & CRUTCHER LLP 200 Park Avenue New York, New York 10166-0193 Phone: (212) 351-4000

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Attorneys for Defendants Veeco Instruments Inc., Edward H. Braun, John F. Rein, Jr. and John P. Kiernan ROBERT F. SERIO declares under penalty of perjury, pursuant to 28 U.S.C. § 1746, as follows:

- 1. I am a partner of the law firm of Gibson, Dunn & Crutcher LLP, counsel to Defendants Veeco Instruments Inc., Edward H. Braun, John F. Rein, Jr., and John P. Kiernan in this action.
- 2. Attached hereto as Exhibit A is a true and correct copy of the transcript of the deposition of Steelworkers Pension Trust, by Richard S. Hoffman, taken on December 8, 2005.
- 3. Attached hereto as Exhibit B is a true and correct copy of the transcript of the deposition of Fox Asset Management, by William Dodge, taken on December 15, 2005.
- 4. Attached hereto as Exhibit C is a chart of the closing prices of Veeco Instruments Inc. publicly traded stock for all business days on and between November 3, 2003, and February 10, 2005.

Executed on December 19, 2005.

Robert F. Serio